

2/27/04

03-01-2004

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102647095

To the Honorable Commissioner of Patents and Trademarks. Please record and attach original documents or copy thereof.

1. Name of conveying party(ies):

Personal Care Group, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: February 19, 2004

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal

Address: 6th Floor

Street Address: 201 Merritt 7

City: Norwalk State: CT Zip: 06856-5201

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See
 continuation of item 4 attached

B. Trademark Registration No.(s) See
 continuation of item 4 attached

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda R. Kastner

Internal Address: c/o Latham & Watkins LLP

Suite 5800, Sears Tower

Street Address:

233 S. Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

81

7. Total fee (37 CFR 3.41).....\$ 2040.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Linda R. Kastner

Name of Person Signing

Signature

2/26/04

Date

03/01/2004 DRYNE 00000020 75845646

Total number of pages including cover sheet, attachments, and document:

18

01 FC:8521
02 FC:8522
03 FC:8523

40.00 DP
2000.00 DP
120.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002804 FRAME: 0548

Trademarks held by Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
A BINACA BLAST FOR AN INSTANT COOL	75845646	Allowed – Intent to Use	November 9, 1999	Personal Care Group, Inc.
A BINACA BLAST THAT LASTS	76436378	Allowed	July 31, 2002	Personal Care Group, Inc.
A BINACA DOUBLE BLAST THAT LASTS	76440882	Allowed	August 15, 2002	Personal Care Group, Inc.
A KICK IN THE KISSER	76505396	Published	April 4, 2003	Personal Care Group, Inc.
ALGENE	0874844	Renewed	August 12, 1969	Personal Care Group, Inc.
BETTER OFF & Design	0596497	Renewed	October 5, 1954	Personal Care Group, Inc.
BINACA	75740681	Allowed – Intent to Use	June 30, 1999	Personal Care Group, Inc.
BINACA	2724805	Registered	June 10, 2003	Personal Care Group, Inc.
BINACA	0301633	Renewed	March 7, 1933	Personal Care Group, Inc.
BINACA	0836059	Renewed	September 26, 1967	Personal Care Group, Inc.
BINACA BLAST	76128106	Pending Intent to Use	September 14, 2000	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
BINACA BLASTERS	2304514	Registered	December 28, 1999	Personal Care Group, Inc.
BINACA BLASTS	76119690	Pending Intent to Use	August 30, 2000	Personal Care Group, Inc.
BLAST OFF	75849558	Pending Intent to Use	November 16, 1999	Personal Care Group, Inc.
BLASTERS	2382244	Registered	September 5, 2000	Personal Care Group, Inc.
CHILLERS	75834294	Allowed – Intent to Use	October 28, 1999	Personal Care Group, Inc.
CHUBS	1281187	Registered	October 4, 1989	Personal Care Group, Inc.
CHUBS PACKABLES	1950834	Registered	January 23, 1996	Personal Care Group, Inc.
COOL BLAST	75635875	Allowed – Intent to Use	February 8, 1999	Personal Care Group, Inc.
COOL MOUTH	76223407	Pending Intent to Use	March 12, 2001	Personal Care Group, Inc.
CURL CRAZY	76381011	Allowed – Intent to Use	March 12, 2002	Personal Care Group, Inc.
Design Mark	2740554	Registered	July 22, 2003	Personal Care Group, Inc.
Design Mark	2338818	Registered	April 4, 2000	Personal Care Group, Inc.
Design Mark	1952995	Registered	January 30, 1996	Personal Care Group, Inc.
Design Mark	75740857	Allowed – Intent to Use	June 30, 1999	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
Design Mark	0786124	Renewed	March 2, 1965	Personal Care Group, Inc.
Design Mark	0838938	Renewed	November 14, 1967	Personal Care Group, Inc.
Design Mark	78241618	Published – Intent to Use	April 24, 2003	Personal Care Group, Inc.
Design Mark	2776418	Registered	October 21, 2003	Personal Care Group, Inc.
DIAPARENE	0752384	Renewed	July 9, 1963	Personal Care Group, Inc.
DIAPARENE & Design	0529343	Renewed	August 22, 1950	Personal Care Group, Inc.
DIAPRENE	1151396	Registered	April 21, 1981	Personal Care Group, Inc.
DOROTHY GRAY	0508645	Renewed	April 12, 1949	Personal Care Group, Inc.
DOROTHY GRAY	0512599	Renewed	July 19, 1949	Personal Care Group, Inc.
DOROTHY GRAY	0200419	Renewed	June 30, 1925	Personal Care Group, Inc.
DURATION & Design	0401870	Renewed	June 15, 1943	Personal Care Group, Inc.
FAST BLAST	2398586	Registered	October 24, 2000	Personal Care Group, Inc.
FOR THE HAIR YOU WEREN'T BORN WITH	76453337	Allowed – Intent to Use	September 27, 2002	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
FRESH BREATH IS JUST A CLICK AWAY	2748259	Registered	August 5, 2003	Personal Care Group, Inc.
FROST BITES	75861558	Allowed – Intent to Use	December 1, 1999	Personal Care Group, Inc.
GEL BURSTS	78274895	Pending	July 16, 2003	Personal Care Group, Inc.
HYDRO LIGHT	1236973	Registered	May 10, 1983	Personal Care Group, Inc.
LIQUESSENCE	0840166	Renewed	December 5, 1967	Personal Care Group, Inc.
LUNCHKINS	75357582	Allowed – Intent to Use	September 16, 1997	Personal Care Group, Inc.
LYSETTE	0869644	Renewed	May 20, 1969	Personal Care Group, Inc.
MAKES GETTING CLEAN ALMOST AS MUCH FUN AS GETTING DIRTY!	2548954	Registered	March 19, 2002	Personal Care Group, Inc.
MR. BUBBLE	2740656	Registered	July 22, 2003	Personal Care Group, Inc.
MR. BUBBLE	2338710	Registered	April 4, 2000	Personal Care Group, Inc.
MR. BUBBLE	0761076	Renewed	December 3, 1963	Personal Care Group, Inc.
MR. BUBBLE	78241632	Published – Intent to Use	April 24, 2003	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
MR. BUBBLE & Design	1492832	Registered	June 21, 1988	Personal Care Group, Inc.
OGILVIE	76067756	Pending Intent to Use	June 9, 2000	Personal Care Group, Inc.
OGILVIE	1360024	Registered	September 17, 1985	Personal Care Group, Inc.
OGILVIE	0767299	Renewed	March 24, 1964	Personal Care Group, Inc.
OGILVIE & Design	0197180	Renewed	April 14, 1925	Personal Care Group, Inc.
OGILVIE & Design	78244335	Published	May 1, 2003	Personal Care Group, Inc.
OGILVIE ADVANTAGE	76128105	Pending Intent to Use	September 14, 2000	Personal Care Group, Inc.
OGILVIE SPIRAL WAVES	2032493	Registered	January 21, 1997	Personal Care Group, Inc.
ON THE GO WITH WET ONES	75834293	Allowed – Intent to Use	October 28, 1999	Personal Care Group, Inc.
POWER BLASTS	2744720	Registered	July 29, 2003	Personal Care Group, Inc.
POWER BLASTS	2728078	Registered	July 29, 2003	Personal Care Group, Inc.
POWER BURSTS	78263142	Pending	June 17, 2003	Personal Care Group, Inc.
POWER STRIPS	2809219	Registered	January 27, 2004	Personal Care Group, Inc.
PRECISELY RIGHT	1166031	Registered	August 25, 1981	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
SALON CURL	76381010	Allowed – Intent to Use	March 12, 2002	Personal Care Group, Inc.
SATURA & Design	0594339	Renewed	August 24, 1954	Personal Care Group, Inc.
SECRET OF THE SEA	0741032	Renewed	November 20, 1962	Personal Care Group, Inc.
SECRET OF THE SEA	0817524	Renewed	October 25, 1966	Personal Care Group, Inc.
SHADES OF YOUTH	0771251	Renewed	June 9, 1964	Personal Care Group, Inc.
SMOOTH-N- SOOTHE	0700400	Renewed	July 5, 1960	Personal Care Group, Inc.
SPIN	0730919	Renewed	May 1, 1962	Personal Care Group, Inc.
STACKABLES	1826791	Registered	March 15, 1994	Personal Care Group, Inc.
TEMPS	1995860	Registered	August 20, 1996	Personal Care Group, Inc.
TEXTURE & Design	0274071	Renewed	August 19, 1930	Personal Care Group, Inc.
THE BUBBLE BATH THAT MAKES GETTING CLEAN ALMOST AS MUCH FUN AS GETTING DIRTY	2558541	Registered	April 9, 2002	Personal Care Group, Inc.
TUB MATE	2336260	Registered	March 28, 2000	Personal Care Group, Inc.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
TUB MATE	2322467	Registered	February 22, 2000	Personal Care Group, Inc.
TUSSY	0401915	Renewed	June 15, 1943	Personal Care Group, Inc.
WET ONES	0948689	Renewed	December 12, 1972	Personal Care Group, Inc.
WET ONES	2634713	Registered	October 15, 2002	Personal Care Group, Inc.
WHISPER WAVE	1523120	Registered	February 7, 1989	Personal Care Group, Inc.

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of February 19, 2004, by PERSONAL CARE GROUP, INC., a Delaware corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for itself and Lenders (the "Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower, and the Grantor will benefit from such facilities made available to the Borrower;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith by and among Grantor, the other parties named therein and the Agent (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

PERSONAL CARE GROUP, INC.

By: Glenn A. Forbes
Name: Glenn A. Forbes
Title: Executive Vice President

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By: Joseph V. Walker
Name: Joseph V. Walker
Title: Authorized Signatory

Signature Page to Personal Care Trademark Security Agreement

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TRADEMARK
REEL: 002804 FRAME: 0558

Schedule I**Trademarks held by Personal Care Group, Inc.**

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A KICK IN THE KISSER	76505396	Published	April 4, 2003	Personal Care Group, Inc.
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BETTER OFF & Design	0596497	Renewed	October 5, 1954	Personal Care Group, Inc.
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Design Mark	75740857	Allowed – Intent to Use	June 30, 1999	Personal Care Group, Inc.

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Design Mark	0786124	Renewed	March 2, 1965	Personal Care Group, Inc.
Design Mark	0838938	Renewed	November 14, 1967	Personal Care Group, Inc.
Design Mark	78241618	Published – Intent to Use	April 24, 2003	Personal Care Group, Inc.
Design Mark	2776418	Registered	October 21, 2003	Personal Care Group, Inc.
DIAPARENE	0752384	Renewed	July 9, 1963	Personal Care Group, Inc.
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DOROTHY GRAY	0512599	Renewed	July 19, 1949	Personal Care Group, Inc.
DOROTHY GRAY	0200419	Renewed	June 30, 1925	Personal Care Group, Inc.
DURATION & Design	0401870	Renewed	June 15, 1943	Personal Care Group, Inc.
FAST BLAST	2398586	Registered	October 24, 2000	Personal Care Group, Inc.
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OGILVIE	1360024	Registered	September 17, 1985	Personal Care Group, Inc.
OGILVIE	0767299	Renewed	March 24, 1964	Personal Care Group, Inc.
OGILVIE & Design	0197180	Renewed	April 14, 1925	Personal Care Group, Inc.
OGILVIE & Design	78244335	Published	May 1, 2003	Personal Care Group, Inc.
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SECRET OF THE SEA	0817524	Renewed	October 25, 1966	Personal Care Group, Inc.
SHADES OF YOUTH	0771251	Renewed	June 9, 1964	Personal Care Group, Inc.
SMOOTH-N- SOOTHE	0700400	Renewed	July 5, 1960	Personal Care Group, Inc.
SPIN	0730919	Renewed	May 1, 1962	Personal Care Group, Inc.
STACKABLES	1826791	Registered	March 15, 1994	Personal Care Group, Inc.
TEMPS	1995860	Registered	August 20, 1996	Personal Care Group, Inc.
TEXTURE & Design	0274071	Renewed	August 19, 1930	Personal Care Group, Inc.
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TUB MATE	2336260	Registered	March 28, 2000	Personal Care Group, Inc.

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WET ONES	2634713	Registered	October 15, 2002	Personal Care Group, Inc.
WHISPER WAVE	1523120	Registered	February 7, 1989	Personal Care Group, Inc.